



## **BOARD MEMBER JOB DESCRIPTION**

The Board of Directors (BOD) supports the mission of Northern Hills Area CASA (NHCASA) and provides mission-based leadership and strategic governance. While day-to-day operations are led by NHCASA's Executive Director (ED), the Board-ED relationship is a collaborative partnership, and the appropriate involvement of the Board is both critical and expected. Specific board member responsibilities include, but are not limited to:

- Serves as a trusted advisor to the ED with development and implementation of NHCASA's strategic plan and SMART goals;
- Assesses outcomes and metrics created by NHCASA for evaluating its impact and regularly measures its performance and effectiveness using those metrics;
- Attends monthly board meetings;
- Attends quarterly committee meetings. It should be noted some committees meet more often than quarterly, depending on the focus and time frame of the year.
- Reviews agendas and supporting documentation prior to board and committee meetings;
- Approves NHCASA's annual budget, audit reports, and material business decisions while being informed of, and meeting all, legal and fiduciary responsibilities;
- Contributes to an annual performance evaluation of the ED;
- Assists the ED and the Board Development Committee in identifying and recruiting other board members;
- Partners with the ED and other board members to ensure board resolutions are carried out;
- Serves on committees and takes on special assignments, as needed;
- Participates in NHCASA's Signature Events;
- Plays an active role in the board-driven fundraiser by selling a minimum amount of tickets and assisting with the planning and implementation of the event.
- Represents NHCASA to stakeholders by acting as an ambassador of the organization;
- Ensures NHCASA's commitment to diversity that reflects the communities NHCASA serves.

Board members will deem the organization as a philanthropic priority. So that NHCASA can credibly solicit contributions from foundations, businesses, organizations, and individuals, NHCASA expects to have all board members make and seek out annual contributions commensurate with their capacity. The Board of Directors conducts an annual fundraising event. Board involvement is crucial. They are required to participate by obtaining sponsorships, assisting with ticket sales, and helping with the event

logistics. NHCASA board members will serve a three-year term and may be eligible for reappointment for one additional term.

Each board member is, individually and collectively, legally, financially, and ethically responsible to the organization's donors, constituents, and the community at large for all activities of the program. Membership on the Board carries the following duties:

*Duty of Commitment* — Commitment to the mission of the NHCASA organization. A board member has the duty to exercise reasonable care and the positive progression of the program when making a decision regarding NHCASA.

*Duties of Care — Exercise of due care* with the organization and all its interests. This includes careful oversight of financial matters, participation in meetings, review of supporting documentation, attention to issues that are of concern to the organization, and raising questions to the Board whenever there is something that is unclear or may seem questionable. All questions should be asked and discussed at board meetings, and the course of action will be determined by the BOD with the assistance of the Executive Director (as deemed appropriate).

*Duty of Loyalty* — Requires that each board member act primarily in the best interest of the organization and not in his or her own personal best interest or in the interest of individuals at the expense of the organization. Conflicts of interest, or appearances of the same, must be avoided.

*Duty of Time* — Devotion and commitment to the time necessary to be an active and engaged board member.

*Duty of Confidentiality* — Confidential information must not be shared with anyone outside the Board or NHCASA Program. This includes, but is not limited, to Executive Session agenda items.

*Duty of Obedience* — Imposes an obligation that board members will act in conformity with all applicable laws and the organization's bylaws, in addition to acting in accordance with the organization's mission. Individual board members must act in conjunction with the full Board of Directors and/or its President.

Board members also have day-to-day responsibilities in the following areas:

Finances: 1) Ensures fiscal stability of the organization by raising funds to support the policies and programs the Board has established; 2) Contributes personally to the organization to the extent of each member's ability; 3) Personally solicits donations for the organization; 4) Facilitates contacts with staff and potential donors through personal networks, as appropriate; 5) Approves the budget, funding goals, and strategies; 6) Monitors and evaluates the fund development plan; 7) Oversees financial management and accountability; 8) Attends fundraising events and sells fundraising products; 9) Assists staff in thanking, recognizing and honoring donors.

Human Resources: 1) Monitors the NHCASA Executive Director's accountability regarding personnel issues; 2) Provides performance reviews and ongoing support of the Executive Director; 3) Adheres to personnel policies (which includes providing policy guidance concerning salaries, benefits, and grievance procedures).

Planning: 1) Determines, reviews, and revises the mission statement, philosophy, and goals; 2) Plans and sets direction for the organization's future through both short and long-term goals; 3) Decides and coordinates which services/programs the organization provides; 4) Monitors program operations to ensure goals and plans are followed; 5) Evaluates whether goals and plans are achieving the mission; 6) Assures that the organization's administrative systems, structure, and board operations are adequate and appropriate.

Policies: 1) Adopts major organizational policies (bylaws, personnel, volunteer involvement, conflict of interest, risk management, external relationships, etc.); 2) Reviews and revises policies, as needed; 3) Ensures compliance with organizational policies and with applicable laws.

Community Relations: 1) May assist in marketing the organization's services/programs through public appearances as coordinated with the Executive Director; 2) Uses personal networks to spread positive word about the organization; 3) Assists in identifying and recruiting quality volunteers and board members.

Board: 1) Plans and carries out its work to promote the program in a positive manner; 2) Attends every board or assigned committee meeting, unless excused; 3) Encourages each member to participate actively in board discussions; 4) Ensures its own healthy continuance by identifying, recruiting and training new board members; 5) Assesses its own performance; 6) Brings committee recommendations to the Board for final approval.

**The NHCASA Board of Directors meets monthly, typically the second Thursday of the month, at 11:30 a.m., at the Spearfish Chamber of Commerce conference room.**

### **Board Committees**

Each board member is assigned to a minimum of two committees. Committee meetings are in addition to the monthly full Board meetings commitment. Most committees meet quarterly with tasks being assigned in between meetings. Each year, the ED designates a focus committee that may meet monthly to accomplish a specific goal. The committee chairperson will work with its members to find a meeting time that works for everyone. Most committee meetings are held at the NHCASA office, and participation may be conducted virtually.

The BOD has standing committees which include fundraising/marketing, finance, board development, human resources, and other committees as deemed necessary.

The **Fundraising/Marketing Committee** includes pursuing adequate funds for the organization to carry out its purpose. These responsibilities include working with NHCASA staff and other members of the BOD to solicit charitable gifts, carry out fundraising events, and assist in securing foundation and corporate grants.

The **Finance Committee** assists the ED in the preparation of an annual organizational budget, oversees the financial reporting, accounting, and banking functions of the organization, and reviews the annual certified audit of the organization's accounts.

The **Board Development Committee** assumes the task of identifying and recruiting perspective candidates for election to the board, participating in Learn about CASA board events for recruitment purposes, attending board orientations, and mentoring new board members. This committee may also assist the ED in the planning of board development activities and retreats.

The **Human Resources Committee** includes policy manual revisions, assessing employee benefits, and improving employee retention.

The **Executive Board** consists of the **Past-President (To be considered for approval at a later date)**, President, Vice President, and Treasurer. The Executive Board updates the Board Matrix annually, makes recommendations for committee members and chairpersons, and conducts an annual evaluation of the Executive Director. **The Executive Board assembles a slate of potential candidates for the election of Officers. (This may be considered as an action item in late 2024)**

The Board President may establish special committees to undertake designated responsibilities on an as-needed basis.

### **General Duties of Officers**

The **President** shall have general supervision over the business of the Corporation and other duties related to the office of President. Other duties may be assigned to the President by the BOD and subject to the control of the BOD in each case. The President shall preside at all BOD meetings as Chair of the Board, shall appoint all committees established by the BOD, in addition to the committees specified in the By-laws, shall sign all contracts and obligations authorized by the BOD, shall review minutes of BOD meetings and keep these minutes at the principal place of business of the Corporation, and shall exercise and perform such other duties as may be assigned by the By-laws.

The **Vice President** shall act as the President in the absence or disability of the President. The Vice President shall oversee the Board Development Committee. The Vice President shall perform any other duties assigned by the BOD.

The **Treasurer** shall keep accurate accounts of the financial affairs of the Corporation and shall transact such financial business on behalf of the Corporation, as directed by the BOD. The Treasurer shall serve as the chairperson of the Finance Committee. **The Treasurer's term will be a length of two years. (To be considered for approval at a later date)**

The **Past President** will serve as a voting member of the BOD and will act as the historical liaison for the full year following their term as President. *(To be considered for approval at a later date)*

The **Executive Board** shall consist of the President, Vice President, Treasurer, and the **Past President**. *(To be considered for approval at a later date)* Any member of the Executive Board can sign timesheets, payables, and financial records. The Executive Board is encouraged to attend NHCASA staff performance reviews. In addition, they are responsible for the yearly evaluation of the NHCASA Executive Director.

### **Minimum Involvement**

On average, board members should plan to give 8 hours per month to the organization by preparing for and attending full board meetings, participating in committee meetings, being actively engaged in the committee's goals, and by attending NHCASA social events, fundraising activities, and training opportunities.

Board members are expected to attend, volunteer, and/or donate to the following NHCASA activities: Spearfish Canyon Half Marathon & 5K Race (second Saturday in July), Days of '76 Rodeo VIP Booth (fourth weekend in July), Black Hills Super 6 (third Saturday in August), Christmas Wrap Day in December, and the Volunteer Appreciation Banquet.

The NHCASA BOD sponsors an annual fundraiser. Board members are responsible for organizing and promoting the event, attending the event, and are financially accountable for selling tickets and/or sponsorships to raise funds for the organization.